

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575



September 9, 1998

VIA FEDERAL EXPRESS

RECORDATION NO. 21639 FILED

SEP 11 '98 11-46 AM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 11, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

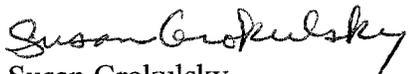
Lessee: Archer Daniels Midland
4666 Faries Parkway
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulsky
Manager - Documents Administration

Enclosures

(ADM010)

EXHIBIT A
to
RIDER NO. 6

RECORDATION NO. 21639 FILED

SEP 11 '98

11-46 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11TH day of AUGUST, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland ("Lessee").

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski
Name: K. A. DOMBROWSKI
Title: MANAGER DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 11th day of August, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of August, 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND

ATTEST:

By: Patty Kelley
Name: Patty Kelley
Title: Secretary

By: Randy Neumayer
Name: _____
Title: Vice President-Rail Transportation

Executed on this 5th day of Aug., 1998.

[CORPORATE SEAL]

STATE OF Missouri
COUNTY OF Mason

I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of August, 1998.

Wilson K. Cassell
Notary Public

My Commission Expires:
2/16/2000
(Notary Public)

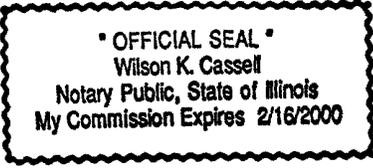


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:

One hundred twenty-five (125)

DESCRIPTION OF CARS:

4750 cu. ft. Covered Hopper Cars

CAR NUMBERS:

See below

Car init	Car number
UMP	056195
UMP	056201
UMP	056202
UMP	056203
UMP	056204
UMP	056205
UMP	056206
UMP	056207
UMP	056209
UMP	056210
UMP	056212
UMP	056213
UMP	056216
UMP	056217
UMP	056219
UMP	056223
UMP	056224
UMP	056225
UMP	056226
UMP	056229
UMP	056231
UMP	056487
UMP	056631
UMP	057326
UMP	057348
UMP	057349
UMP	057353
UMP	057361
UMP	057368
UMP	057370
UMP	057395
UMP	475012
UMP	475014
UMP	475026
UMP	475076
UMP	475105

UMP	475150
UMP	475188
UMP	475228
UMP	478894
UMP	478933
UMP	478936
UMP	478938
UMP	478946
UMP	478953
UMP	478954
UMP	478958
UMP	478975
UMP	478976
UMP	479011
UMP	479014
UMP	479019
UMP	479052
UMP	479070
UMP	479082
UMP	479084
UMP	479130
UMP	479156
UMP	479164
UMP	479170
UMP	479183
UMP	479184
UMP	479188
UMP	479193
UMP	479205
UMP	479214
UMP	479225
UMP	479238
UMP	479242
UMP	479245
UMP	479250
UMP	479257

UMP	479265
UMP	479277
UMP	479281
UMP	479286
UMP	479293
UMP	479295
UMP	479305
UMP	479322
UMP	479360
UMP	479362
UMP	479366
UMP	479376
UMP	479398
UMP	479623
UMP	480169
UMP	480192
UMP	480193
UMP	480650
UMP	480652
UMP	480657
UMP	480701
UMP	480713
UMP	480798
UMP	480824
UMP	480914
UMP	480930
UMP	480934
UMP	480938
UMP	480941
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UMP	480951
UMP	480966
UMP	480986
UMP	800004
UMP	800057
UMP	800076

UMP	800085
UMP	800343
UMP	800361
UMP	800396
UMP	800459
UMP	800542
UMP	800590
UMP	800593
UMP	800596
UMP	800610
UMP	800642
UMP	800691
UMP	801060
UMP	801241
UMP	801262
UMP	801271
UMP	801297
Count:	125